

CORPORATE BYLAWS OF OPEN SCENE, INC.

INCORPORATED IN THE STATE OF FLORIDA

ARTICLE I. OFFICES

The principal office of this corporation is 1500 Gay Rd Unit 5D Winter Park, Florida 32789. The Corporation will have such offices, within or without the State of Florida, as the Board of Directors determines from time to time. Any changes shall be noted on the By-laws opposite this section, or this section may be amended to state the new location.

ARTICLE II. CORPORATE PURPOSE

Section 1. Open Scene, Inc. is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

Section 2. The general and specific purposes for which this corporation is formed are:

- A. For the advancement of arts education, generating quality experiences to connect communities with Art in any form and space, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes, reinforcing diversity and excellence, and therefore, empowering communities.
- B. To conduct professional quality cultural activities such as the organization of festivals, play presentations, play readings, workshops, symposia, and any other related activity for participants of all ages.
- C. To operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE II. MEMBERS

All rights granted to members under law shall be vested in the members of the Board of Directors.

ARTICLE III. DIRECTORS

Section 3.1. FUNCTION. All corporate powers will be exercised by or under the authority of the Board of Directors. The powers of this corporation, its affairs and properties shall be exercised, conducted and controlled by a Board of Directors, consisting of no less than three (3) persons.

Section 3.2. QUALIFICATION. Directors must be natural persons who are 18 years of age or older but need not be residents of Florida. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Section 3.3. COMPENSATION. Members of the Board of Directors shall not receive any compensation for their services as Directors. Nothing in these Bylaws precludes any director from serving this Corporation in any other capacity and receiving proper compensation for such service.

Section 3.4. NUMBER. The Corporation has the number of directors set forth in the Articles of Incorporation until the number is changed as provided herein. The number of directors may be increased or decreased from time to time by adoption of a resolution by the Board of Directors but shall at all times never be less than three (3). Unless the Board of Directors remove a director or directors, a decrease in the number of directors will not shorten the current term of any incumbent director.

Section 3.5. ELECTION AND TERM

- a. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.
- b. At each annual meeting of the Board of Directors, the incumbent Board of Directors will elect a successor Board of Directors by plurality vote. Each director so elected will hold office until the next succeeding annual meeting and until such director's successor has been elected and qualified or until such director's earlier resignation, removal from office, or death.
- c. Election of President of the Board. The Board may elect a President, and if one is elected, the President will preside at all meetings of the directors and will have such other duties as may from time to time be prescribed by the Board of Directors.

Section 3.6. REMOVAL, RESIGNATION AND VACANCIES

- a. Removal. Any director may be removed, with or without cause, by majority action of the Board of Directors. A director will be removed if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director. The notice of the meeting at which a vote is taken to remove a director will state that the purpose or one of the purposes of the meeting is the removal of a director or directors. In the event that any one or more directors is removed, new directors may be elected at the same meeting.
- b. Resignation. A director may resign at any time by delivering written notice to the Board of Directors or its President. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- c. Method of Filling Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office until such director's successor has been elected and qualified or until such director's earlier resignation, removal from office, or death.

Section 3.7. QUORUM AND VOTING

A majority of the number of directors prescribed by these Bylaws constitutes a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is an act of the Board of Directors.

Section 3.8. EXECUTIVE AND OTHER COMMITTEES.

a. Creation. Applicable Requirements. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in the resolution, has and may exercise all the authority of the Board of Directors, except as limited by the laws of the State of Florida. All requirements applying to the Board of Directors regarding meetings, notice, waiver of notice, quorum and voting apply to committees and their members as well.

b. Number of Members. Designation of Alternates. Each committee will have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

c. Director's Duty Remains. Neither the creation of any committee, the delegation of authority to any committee, nor action by any committee will alone constitute compliance by any director not a member of such committee with such director's obligation to act in good faith, in a manner reasonably believed to be in the best interest of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 3.9. TIME OF ANNUAL, REGULAR AND SPECIAL MEETINGS.

An annual meeting of the Board of Directors will be held each year, and regular meetings may be held at such times thereafter as the Board of Directors may fix. Special meetings may be held at such times as called by the President of the Corporation or any two directors.

Annual meetings shall be held at 1500 Gay Rd Unit 5D Winter Park, FL 32789 on February 15th of each year at 5 pm or at such other place or places as the Board of Directors may designate from time to time by resolution.

Section 3.10. NOTICE OF MEETINGS.

Annual and regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting, other than the resolution or resolutions fixing the schedule of such meetings. At least two days before a special meeting, written notice of the time and place of such meeting of the Board of Directors will be given to each director in person or by first-class mail, telegram, facsimile, or other electronic transmission. Notice of an adjourned meeting of the Board of Directors will be given to directors who were not present at the time of adjournment and, unless the time and place of the adjourned meeting are announced at the time of adjournment, to the other directors.

Section 3.11. WAIVER OF NOTICE.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting constitutes a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 3.12. PRESUMPTION OF ASSENT.

A director of the Corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is presumed to have assented to the action unless such director votes against it or expressly abstains from voting on the action taken, or, such director objects at the beginning of the meeting to the holding of the meeting or transacting specific business at the meeting.

Section 3.13. PARTICIPATION IN MEETING BY CONFERENCE CALL.

Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar means of communication through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.14. ACTION WITHOUT A MEETING.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if a majority of all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and the by-laws of this corporation authorize the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

Section 3.15. DIRECTOR CONFLICTS OF INTEREST.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested will be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because the votes of such director or directors are counted for such purpose, if:

- (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, all in the manner provided by law; or

(b) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board or a committee.

Section 3.16. DUTIES OF DIRECTORS.

A director will perform the duties of director, including the duties as a member of any committee of the Board upon which such director serves, in good faith, in a manner reasonably believed to be in the best interest of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE IV. OFFICERS

Section 4.1. OFFICERS.

The officers of the Corporation will consist of a President, a Secretary, and a Treasurer, and may include one or more Vice Presidents, one or more assistant Secretaries, and one or more assistant Treasurers. The officers will be elected initially by the Board of Directors at the organizational meeting of the Board of Directors and thereafter at the annual meeting of the Board of Directors in each year or at any special meeting called for such purpose. The Board from time to time may elect or appoint other officers and assistant officers who will have the authority and perform the duties prescribed by the Board. An elected or duly appointed President or Vice President may, in turn, appoint one or more assistant Secretaries or assistant Treasurers, unless the Board of Directors disapproves or rejects the appointment. All officers will hold office until their successors have been appointed and have qualified or until their earlier resignation, removal from office, or death. One person may simultaneously hold any two or more offices.

Section 4.2. DUTIES. The following officers of this Corporation will have the following duties:

- a. President. The President will be the chief executive officer of the Corporation, will have general and active management of the business and affairs of the Corporation, subject to the directions of the Board of Directors, and, in the absence of a Chair of the Board of Directors, will preside at all meetings of the Board of Directors.
- b. Vice President. Each Vice President, if one or more is elected, will have such powers and perform such duties as may, from time to time, be prescribed by the Board of Directors or by the President. In the event of the absence or disability of the President, the Vice President or Vice Presidents will succeed to the President's power and duties in the order designated by the Board of Directors.
- c. Secretary. The Secretary will attend all meetings of the Board of Directors, record all proceedings of such meetings in the minute book of the Corporation, and authenticate records of the Corporation. The Secretary will perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President.
- d. Treasurer. The Treasurer will (i) have charge and custody of and be responsible for all funds and securities of the Corporation, (ii) keep full and accurate accounts of receipts and disbursements, (iii) receive and give receipts for monies due and payable to the Corporation, and deposit monies in the name of the Corporation in the depositories designated by the Board of Directors, and (iv) perform all other duties as may, from time to time, be prescribed by the Board of Directors or the President. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of the Treasurer's duties in the sum and with the surety or sureties that the Board of Directors determines.

Section 4.3. REMOVAL, RESIGNATION AND VACANCIES.

- a. Removal. Any officer elected or appointed by the Board of Directors and any assistant officer appointed by another officer may be removed by the Board at any time with or without cause. Any assistant officer, if appointed by the President or a Vice President, may likewise be removed by such officer with or without cause.
- b. Resignation. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- c. Method of Filling Vacancies. Any vacancy, however occurring, in any office may be filled by the Board of Directors.

Section 4.4. COMPENSATION.

The Board of Directors from time to time may fix the salaries of the officers if defined. The President has the authority to fix the salaries of all employees of the Corporation other than officers elected or appointed by the Board of Directors.

ARTICLE V. BOOKS AND RECORDS

The Corporation will maintain: minutes of the proceedings of its Board of Directors and committees of directors; accurate accounting records; a copy of the current Articles of Incorporation and bylaws of the Corporation; a list of the names and business addresses of the current officers and directors of the Corporation; and a copy of the most recent annual report for the Corporation as filed with the Secretary of State.

ARTICLE VI. CORPORATE SEAL

The Board of Directors may adopt a corporate seal which has the name of the Corporation inscribed thereon, and such seal may be a facsimile, engraved, printed, or impression seal; provided, however, that in any event, the affixation of such seal shall not be required to authorize or validate any document entered into or adopted by the Corporation.

ARTICLE VII. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No officer, Director, or member of a sub-committee, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this prohibition shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended; PROVIDED,

HOWEVER, that any distributions upon dissolution of this Corporation shall be to and for the exempt purposes of this Corporation as enumerated in the Articles of Incorporation of this Corporation.

ARTICLE VIII. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no officer, Director or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE IX. AMENDMENT

These Bylaws may be amended or repealed and additional bylaws adopted, in writing, by the Board of Directors. Any amendment, repeal or addition will be approved by 100 percent of the members in writing and attached to these Bylaws.

DECLARATION OF CONFORMITY

I declare that the attached copy of the Bylaws of Open Scene, Inc., a Florida not for profit corporation, is a complete and accurate copy of the original document, effective as of 21st. of February, 2019.

Open Scene, Inc.,

By:

Print Name: Thamara Bejarano

Title: Executive Director – Open Scene, Inc.

BYLAWS OF OPEN SCENE, INC.

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